

BALL JANIK LLP

ATTORNEYS

RECORDATION NO. 15779 FILED

OCT 2 '98

2-48 PM

1455 F STREET, NW, SUITE 225
WASHINGTON, D.C. 20005

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lgitomer@bjllp.com

LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

October 2, 1998

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed seven originals and 14 certified copies of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is an Instrument of Lien Release, a secondary document, dated as of September 1, 1998. The primary documents to which this is connected are recorded under Recordation Numbers 15777, 15778, and 15779. We request that this document be recorded under Recordation Numbers 15777-C, 15778-B, and 15779-B.

The name and address of the party to the Instrument of Lien Release is:

Trustee:

The Bank of New York
101 Barclay Street
New York, NY 10007

A description of the equipment covered by the Instrument of Lien Release consists of 712 100-ton open top hopper cars more specifically identified in the Attachment.

BALL JANIK LLP

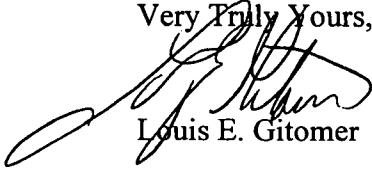
Honorable Vernon A. Williams
October 2, 1998
Page 2

A fee of \$78.00 is enclosed. Please return six originals and 12 certified copies to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: an Instrument of Lien Release by The Bank of New York, 101 Barclay Street, New York, NY 10007, covering 712 100-ton open top hopper cars more specifically identified in the Attachment.

Very Truly Yours,



Louis E. Gitomer

Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

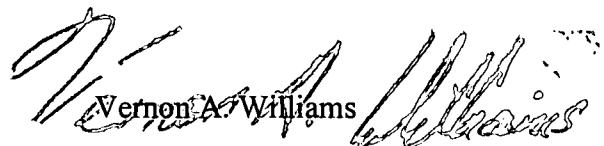
Date: 10/2/98

Louis E. Gitomer
Of Counsel
1455 F Street, NW., Ste, 225
Washington, DC., 20005

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3(c), on 10/2/98 at 2:48 PM , and
assigned recordation number(s). 15777-B, 15778-B and 15779-C.

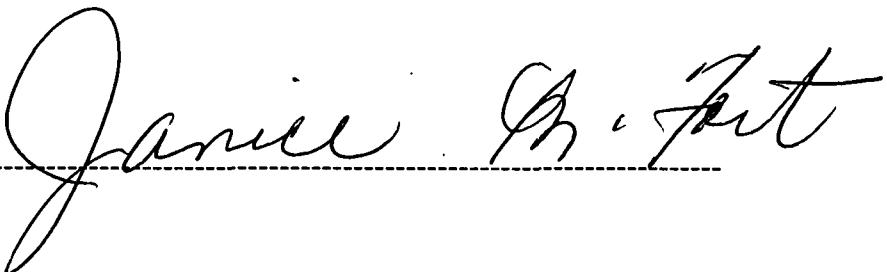
Sincerely Yours,


Vernon A. Williams

Enclosure(s)(3)
78.00

\$ _____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature-


Janice M. Fort

OCT 2 '98

2-48 PM

INSTRUMENT OF LIEN RELEASE

This INSTRUMENT OF LIEN RELEASE dated as of September 1, 1998 (the "Instrument") is made by The Bank of New York ("Bank of New York"), not in its personal or corporate capacity but solely as successor to Mercantile-Safe Deposit and Trust Company ("Mercantile"), as indenture trustee (the "Indenture Trustee"), pursuant to that certain Participation Agreement dated as of July 1, 1988 (the "Participation Agreement") among CSX Transportation, Inc., as lessee (the "Lessee"), Columbia Willamette Leasing, Inc., as trustor (the "Trustor"), Wilmington Trust Company, as owner trustee (the "Owner Trustee"), Unum Life Insurance Company and Unum Pension and Insurance Company, as purchasers (the "Purchasers"), and the Indenture Trustee.

Recitals

- A. Pursuant to that certain Trust Agreement, dated as of July 1, 1988, between the Owner Trustee and the Trustor (the "Trust Agreement"), the Trustor appointed the Owner Trustee as trustee and the Owner Trustee accepted such appointment to hold all estate, right, title and interest in and to the equipment more particularly described on Attachments A and B hereto (the "Units").
- B. The Owner Trustee entered into a Trust Indenture and Security Agreement dated as of July 1, 1988, as supplemented and amended (the "Indenture"), with the Indenture Trustee with respect to the Units. Pursuant to the Indenture, the Owner Trustee granted for security purposes all its estate, right, title and interest in and to (i) the Units, (ii) that certain Equipment Lease dated as of July 1, 1988, between the Owner Trustee and the Lessee, as amended (the "Lease"), and (iii) that certain Lessor Security Agreement, dated as of July 1, 1988, between the Owner Trustee and the Lessee, as supplemented (the "Security Agreement"), to the Indenture Trustee.
- C. The Indenture was recorded with the Interstate Commerce Commission ("ICC") on August 17, 1988 and assigned the Recordation Number 15777 and was subsequently supplemented by a Trust Indenture and Security Agreement Supplement No. 1 dated December 1, 1988, which was recorded with the ICC on December 1, 1988 and assigned Recordation Number 15777-A.
- D. The Security Agreement was recorded with the ICC on August 17, 1988 and assigned the Recordation Number 15778 and was subsequently supplemented by a Lessor Security Agreement Supplement No. 1 dated December 1, 1988, which was recorded with the ICC on December 1, 1988 and assigned Recordation Number 15778-A.
- E. The Lease was recorded with the ICC on August 17, 1988 and assigned the Recordation Number 15779 and was subsequently amended by an Amendment No.1 to Lease dated December 1, 1988, which was recorded with the ICC on December 1, 1988 and assigned Recordation Number 15779-A. The Lease was further amended by Amendment No. 2 to

Lease dated June 21, 1989, which was recorded on July 3, 1989 and assigned Recordation Number 15779-B. The documents set forth in Recitals C, D and E are hereinafter referred to as the "Recorded Documents".

- F. The Secured Notes and all other Indebtedness, as such terms are defined in the Indenture, have been paid in full as of January 2, 1998.
- G. As of the date hereof, all obligations under the Indenture have been satisfied in full, and the Indenture Trustee does hereby reconvey and grant to Owner Trustee all its estate, right, title and interest in, to and under the Trust Indenture Estate, as such term is defined in the Indenture.
- H. Bank of New York, not in its personal or corporate capacity but solely as the Indenture Trustee, desires to execute this Instrument to evidence for the public record the satisfaction and release of all of its rights, interests and obligations under the Recorded Documents.

NOW, THEREFORE, in consideration of the premises, Bank of New York, not in its personal or corporate capacity, but solely as the Indenture Trustee, does hereby acknowledge and confirm the following:

1. Release of Lien. The Indenture Trustee acknowledges and confirms for the public record the satisfaction and release of (i) all of its security interest in and to the Units and the Recorded Documents, and (ii) all other rights of the Indenture Trustee, together with the obligations of the Trustor and the Owner Trustee to the Indenture Trustee, arising under the Recorded Documents.
2. Recording. This Instrument will be filed and recorded with the Surface Transportation Board pursuant to the provisions of 49 U.S.C. Section 11301.

IN WITNESS WHEREOF, Bank of New York, not in its personal or corporate capacity, but solely as the Indenture Trustee, has caused this Instrument to be duly executed as of the day first above written.

THE BANK OF NEW YORK,
as the Indenture Trustee

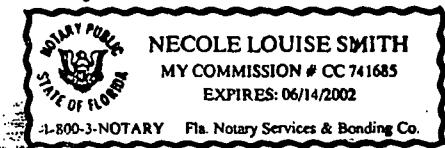
By: _____


Sharon L. Atkinson, Agent

State of Florida)
)
County of Duval)

On September 14, 1998 before me, Necole Louise Smith Notary Public,
personally appeared Sharon L. Atkinson, personally known to me or proved to me on the
basis of satisfactory evidence to be the person whose name is subscribed to the within
instrument and acknowledged to me that he executed the same in his/her authorized
capacity, and that by his/her signature on the instrument the person or the entity upon behalf
of which the person acted, executed the instrument.

Witness my hand and official seal.



Delivery II

INIT NUMBER	INIT NUMBER	INIT NUMBER	INIT NUMBER
CSXT 804174	CSXT 804300	CSXT 804419	CSXT 804523
CSXT 804178	CSXT 804301	CSXT 804420	CSXT 804529
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INIT NUMBER

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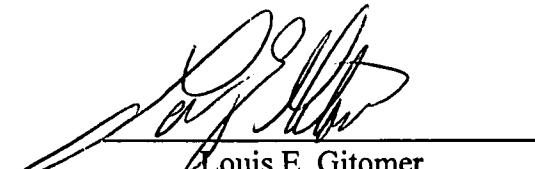
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INIT NUMBER	INIT NUMBER	INIT NUMBER	INIT NUMBER
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CSXT 805042 7198			
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CSXT 805079			

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CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Instrument of Lien Release dated as of September 1, 1998, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
October 2, 1998